157945

SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

JUN 1 7 2002

FORM D

THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVÁI OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response...1

SEC USE ONLY				
Prefix		Serial		
DAT	E RECEI	VED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.) C2 Facility Solutions, LLC 2002 Private Placement

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 ¥ | Rule 506 [] Section 4(6) ¥ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

# A. BASIC IDENTIFICATION DATA

02040209

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)

C2 Facility Solutions, LLC

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including

Area Code)

10007 Bunsen Way, Louisville, KY 40299

(502) 719-1399

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

Same

Brief Description of Business The issuer has developed Facility One, an internet platform based business-to-business solution providing complete online documentation of building and facility electrical systems.

Type of Business Organizati [ ] corporation [ ] business trust	on [ ] limited partnership, ali [ ] limited partnership, to	•	Ř ] other (please specify): limited liability company	
	Incorporation or Organization: or Organization: (Enter two-lett CN for Canada; FN			

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	【] Promoter [X]	Beneficial Owner	[X]	Executive Officer	[]	Director [X]	General and/or Managing Partner
Full Name (Last name Cain, Dale	•	ual)					
Business or Resider	•		-	•	ode)		
Check Box(es). [atthat Apply:		Beneficial Owner	[X]	Executive Officer	[]	Director [X]	General and/or Managing Partner
Full Name (Last nam Ellison, P.		ıal)					
Business or Resider	•				ode)		
Check Box(es) [ that Apply:	] Promoter [ ]	Beneficial Owner	[x]	Executive Officer	[]	Director [ ]	General and/or Managing Partner
Full Name (Last nar Ragsdell, H		ıal)					
Business or Resider	•		•	•	ode)		
	] Promoter [X]		[]		[]	Director [ ]	General and/or Managing Partner
Full Name (Last nar Lococo, Joh		ıal)	American American Miles and American				
Business or Resider	•		•		ode)		
Check Box(es) [ that Apply:	] Promoter [ ]	Beneficial Owner	[ <b>X</b> ]	Executive Officer	[]	Director [X	General and/or Managing Partner
Full Name (Last name Morrison, S		ıal)	-				
Business or Resider	•		•	•	ode)		
Check Box(es) [ that Apply:	] Promoter [ ]	Beneficial Owner	[]	Executive Officer	[]	Director [ ]	General and/or Managing Partner

Full Name (Last name first, if individual)

2- 1

Check that Ap	k Box(es) pply:	[]	Promoter		Beneficial Owner	]	] Execu Office		[] Dii	ector [	Gener Manaç Partne	
-ull Na	ıme (Las	t name	first, if inc	dividua	)			: <del></del>				
3usine	ss or Re	sidence	Address	(Numl	per and S	Street, C	ity, State	, Zip Cod	de)			
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					B. INFO	RMATIO	N ABOU	JT OFFE	RING			
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O 1441	-4 !- 41	na in ina	m investn	nent th	at will be	accepte	ed from a	any indivi	dual?	•••••	\$ <u>-</u>	20,000
Z. Wh	at is the	minimu	11 11110341									
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Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ...... ] All States ſ [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [MS] [LA] [ME] [MD] [MA] [MI] [MN] [MO] [MT] [NE] [NV] [NH] [NJ] [NY] [ND] [OR] [PA] [NM] [NC] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT][VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ..... ] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [NJ] [OR] [MT] [NE] [NV] [NH] [MM] [NY] [NC] [ND] [OH] [OK] [PA] [RI] [SC] [SD] [TN] [XT] [VT] [WV] [WI] [WY] [PR] [UT] [VA] [WA] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Aggregate

Enter the aggregate offering price of securities included in this
offering and the total amount already sold. Enter "0" if answer is "none"
or "zero." If the transaction is an exchange offering, check this box " and
indicate in the columns below the amounts of the securities offered for
exchange and already exchanged.

Type of Security Debt	Aggregate Offering Price \$ -0-	Amount Already Sold \$ -0-
Equity	\$ -0-	\$
[ ] Common [ ] Preferred		
Convertible Securities (including warrants)	\$ -0-	\$ -0-
Partnership Interests	\$ -0-	\$ -0-
Partnership Interests	\$4,000,000	\$175,000
Total	\$4,000,000	\$175,000
Answer also in Appendix, Column 3, if filing under ULOE.		

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

		Dollar Amount
	Number Investors	
Accredited Investors	4	\$175,000
Non-accredited Investors	0	\$0-
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	N/A-506 Offering	Type of Security	Dollar Amount Sold
Rule 505			\$
Regulation A			\$
Rule 504			\$
Total			\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

• •		
Transfer Agent's Fees		g \$ <u></u> -0-
Printing and Engraving Costs		\$ 250
Legal Fees		\$ 7,000
Accounting Fees		\$ 250
Engineering Fees		\$ -0-
Sales Commissions (specify finders' fees separatel		\$
Other Expenses (identify)		\$ <u>-0-</u>
Total		\$ 7,500
	•	
<ul> <li>b. Enter the difference between the aggregate offering p</li> <li>Question 1 and total expenses furnished in response to difference is the "adjusted gross proceeds to the issuer."</li> </ul>	Part C - Question 4.a. This	\$3,992,500
5. Indicate below the amount of the adjusted gross procused or proposed to be used for each of the purposes sl for any purpose is not known, furnish an estimate and cheft of the estimate. The total of the payments listed mus gross proceeds to the issuer set forth in response to Parabove.	hown. If the amount neck the box to the it equal the adjusted	
	Payments to	
	Officers,	
	Directors, &	
Calarian and food	Affiliates 	Others <b>[</b> k] \$ -0-
Salaries and fees		K] \$ <u>-0-</u>
Purchase of real estate	linon.	
Purchase, rental or leasing and installation of mach and equipment		K] \$_ <del>-</del> 0-
Construction or leasing of plant buildings and facilit	^	K] \$o
Acquisition of other businesses (including the value		
securities involved in this offering that may be used	d in	With →O
exchange for the assets or securities of another is:		K] \$_ <del>-</del> 0-
pursuant to a merger)		500,000
Repayment of indebtedness		K] \$500,000
Working capital		K] \$3,392,000
Other (specify):		K] \$
	X] \$	<b>K</b> ] \$
Column Totals	<del></del>	
Column Totals  Total Payments Listed (column totals added)	X \$ <u>100,000</u> • X \$3	K] \$3 <u>,892,500</u> 3 <u>,992,500</u>
Potari ayments Listed (column totals added)		<u>,932,300                                  </u>
D. FEDERA	AL SIGNATURE	
The income has duly ground the south of the state of the		If Abic
The issuer has duly caused this notice to be signed by the under Rule 505, the following signature constitutes an ur Exchange Commission, upon written request of its staff,	ndertaking by the issuer to furnish	to the U.S. Securities and
investor pursuant to paragraph (b)(2) of Rule 502.		•
Issuer (Print or Type)	Signature /	Date
C2 Facility Solutions, LLC	1640	5-17-02
	X Hora Co	10-11-02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	1

Chief Executive Officer

Dale A. Cain